

HEARING DATE: MARCH 5, 2013 AT 10:00 A.M. EST
OBJECTION DEADLINE: FEBRUARY 19, 2013 AT 4:00 P.M. EST

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*Counsel for Wilmington Trust, N.A., as Indenture
Trustee for the Senior Unsecured Notes Issued by
Residential Capital, LLC*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	Chapter 11 Case No.
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	:	
	:	12-12020 (MG)
Debtors.	:	
	:	(Jointly Administered)
-----X	:	

**DECLARATION OF WALTER H. CURCHACK IN SUPPORT OF THE OBJECTION
OF WILMINGTON TRUST, NATIONAL ASSOCIATION TO THE MOTION OF AIG
ASSET MANAGEMENT (U.S.), LLC, THE ALLSTATE ENTITIES, MASSACHUSETTS
MUTUAL LIFE INSURANCE COMPANY, AND THE PRUDENTIAL ENTITIES FOR
AN ORDER UNDER BANKRUPTCY RULE 3013 (i) CLASSIFYING RMBS FRAUD
CLAIMS IN THE SAME CLASS AS THE SECURITIZATION TRUSTS' CLAIMS FOR
PURPOSES OF ANY CHAPTER 11 PLAN FOR THE DEBTORS AND (ii) DIRECTING
THAT MISREPRESENTATION CLAIMS CANNOT BE PLACED IN A PLAN CLASS
THAT WILL BE SUBORDINATED UNDER BANKRUPTCY CODE SECTION 510(b)**

WALTER H. CURCHACK declares as follows under penalty of perjury under the laws
of the United States of America that the following is true and correct:

1. I am a partner at the law firm of Loeb & Loeb LLP, counsel for Wilmington Trust,
National Association (the "Trustee"), solely in its capacity as indenture trustee for various series of

senior unsecured notes issued by Residential Capital, LLC. I am admitted to practice before the courts of the State of New York and the United States District Court for the Southern District of New York. I make this declaration in support of the Trustee's Objection to the Motion of AIG Asset Management (U.S.), LLC, the AllState Entities, Massachusetts Mutual Life Insurance Company, and the Prudential Entities for an Order under Bankruptcy Rule 3013 (i) Classifying RMBS Fraud Claims in the Same Class as the Securitization Trusts' Claims for Purposes of any Chapter 11 Plan for the Debtors and (ii) Directing that Misrepresentation Claims cannot be Placed in a Plan Class that will be Subordinated Under Bankruptcy Code Section 510(b).

2. I am familiar with the facts and circumstances stated herein based on my knowledge, information and belief, and would so testify if called as a witness that they are true and correct.

3. True and correct copies of the following documents are attached as exhibits:

EXHIBIT A: *In re Washington Mutual, Inc. et al.*, Case. No. 08-12229 (MJW), Motion of the Official Committee of Unsecured Creditors to Alter or Amend the Court's Opinion and Order Regarding Subordination of the Claim of Tranquility Master Fund, Ltd., Docket No. 9301.

EXHIBIT B: *In re Washington Mutual, Inc. et al.*, Case. No. 08-12229 (MJW), Motion of Debtor For An Order Pursuant To Section 105(A) Of The Bankruptcy Code And Bankruptcy Rule 9019 Approving Stipulation And Agreement Between The Debtors And Tranquility Master Fund, LTD. (A) Resolving Amended Proof Of Claim Number 3925 And (B) Allowing Claims For Voting Purposes

EXHIBIT C: *In re Washington Mutual, Inc. et al.*, Case. No. 08-12229 (MJW), Order Pursuant to Section 105(A) of the Bankruptcy Code and Bankruptcy Rule 9019 Approving Stipulation and Agreement Between the Debtors and Tranquility Master Fund, Ltd., Docket No. 9698.

Executed this 19th day of February 2013 in New York, New York.

/s/ Walter H. Curchack
Walter H. Curchack